



TD SYNEX Announces Pricing of Secondary Public Offering of Common Stock and Concurrent Share Repurchase

1/25/2023

FREMONT, Calif. & CLEARWATER, Fla.--(BUSINESS WIRE)-- TD SYNEX Corporation (NYSE: SNX) ("TD SYNEX" or the "Company") today announced the pricing of a secondary public offering of 4,500,000 shares of its common stock at a price to the public of \$97.00 per share. All of the shares in the offering are being sold by certain entities managed by affiliates of Apollo Global Management, Inc. (the "Selling Stockholders"). The offering is expected to close on or about January 30, 2023, subject to customary closing conditions. The underwriters have a 30-day option to purchase up to an additional 675,000 shares of common stock from the Selling Stockholders. TD SYNEX will not receive any of the proceeds from the sale of shares by the Selling Stockholders in the offering.

In addition, the Company has agreed to purchase from the underwriters 900,000 shares of common stock that are the subject of the offering at the offering price (the "Concurrent Share Repurchase") under the Company's existing \$1 billion share repurchase program. The Company plans to fund the Concurrent Share Repurchase from existing cash on hand. The underwriters will not receive any underwriting discounts for the shares being repurchased by the Company.

Goldman Sachs & Co. LLC, Barclays and Citigroup are acting as lead book-running managers for the offering. BofA Securities, Mizuho, RBC Capital Markets, Apollo Global Securities, BNP PARIBAS, HSBC, MUFG and Wells Fargo Securities are also acting as joint book-running managers with respect to the offering. Academy Securities and Siebert Williams Shank are acting as co-managers for the offering.

A shelf registration statement (File No. 333-259270) relating to the resale of the shares was previously filed with the Securities and Exchange Commission (the "SEC") and became effective on September 2, 2021. A preliminary prospectus supplement relating to and describing the terms of the offering was filed with the SEC on January 25,



2023. The final prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's website at www.sec.gov. A copy of the preliminary prospectus supplement, the accompanying prospectus and the final prospectus supplement (when available) relating to the offering may be obtained by contacting: Goldman Sachs & Co. LLC by mail at 200 West Street, New York, NY 10282, Attention: Prospectus Department, by telephone at (866) 471-2526, or by email at prospectus-ny@ny.email.gs.com; Barclays Capital Inc., c/o Broadridge Financial Solutions, by mail at 1155 Long Island Avenue, Edgewood, NY 11717, by telephone at (888) 603-5847, or by email at barclaysprospectus@broadridge.com; or Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, by mail at 1155 Long Island Avenue, Edgewood, NY 11717 or by telephone at (800) 831-9146.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About TD SYNEX

TD SYNEX is a leading global distributor and solutions aggregator for the IT ecosystem. We're an innovative partner helping more than 150,000 customers in 100+ countries to maximize the value of technology investments, demonstrate business outcomes and unlock growth opportunities. Headquartered in Clearwater, Florida, and Fremont, California, TD SYNEX's approximately 23,500 co-workers are dedicated to uniting compelling IT products, services and solutions from 1,500+ best-in-class technology vendors. Our edge-to-cloud portfolio is anchored in some of the highest-growth technology segments including cloud, cybersecurity, big data/analytics, IoT, mobility and everything as a service. TD SYNEX is committed to serving customers and communities, and we believe we can have a positive impact on our people and our planet, intentionally acting as a respected corporate citizen. We aspire to be a diverse and inclusive employer of choice for talent across the IT ecosystem. For more information, visit www.TDSYNEX.com, follow us on Twitter, LinkedIn, Facebook and Instagram.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements may be identified by use of terms such as "propose," "will," "expect," "shall," and similar terms or the negative of such terms, and include, without limitation, statements regarding the expected completion, terms, size, and timing of the offering, and with respect to granting the underwriters a 30-day option to purchase additional shares. Actual results or developments may differ materially from those projected or implied in these forward-looking statements. Factors that may cause such a difference include risks and uncertainties related to completion of the public offering on the anticipated terms or at all, market conditions and the satisfaction of customary closing conditions related to the public offering. More information about the risks and uncertainties faced by TD SYNEX is contained in the

section captioned "Risk Factors" in the prospectus supplement related to the public offering and from time to time in the Company's Securities and Exchange Commission filings, including its Annual Report on Form 10-K for the fiscal year ended November 30, 2022, as well as subsequent SEC filings. The forward-looking statements contained in this release are as of the date of this release, and, except as required by law, TD SYNEX does not undertake any obligation to update any such statements, whether as a result of new information, future events or otherwise.

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